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RECORDATION NO

*11667-B*

FILED 1425

346A017

RECORDATION NO

*11667-C*

FILED 1425

DEC 11 1992-3 20 PM

INTERSTATE COMMERCE COMMISSION

DEC 11 1992-3 20 PM

INTERSTATE COMMERCE COMMISSION

December 10, 1992

DEC 11 3 17 PM '92  
NOTOR OPERATING UNIT

VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Room 2303  
12th and Constitution N.W.  
Washington, D.C. 20423

Attention: Mrs. Mildred R. Lee/DOCUMENTS FOR RECORDATION

Re: Recordation No. 11667

Dear Mr. Strickland:

I am an attorney representing a party to the enclosed documents.

I have enclosed three (3) originals of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

The documents are secondary documents. The documents are:

- A. Assignment Agreement, a secondary document, dated as of September 28, 1992.
- B. Memorandum of Termination of Lease, a secondary document, dated September 28, 1992.

Mr. Sidney L. Strickland, Jr.

December 10, 1992

The primary document to which these are connected is an Equipment Lease dated as of March 1, 1980 between EFS Alpha, Inc. and Western Co-operative Fertilizers (U.S.) Inc., filed with the Commission under Recordation No. 11667.

The names and addresses of the parties to this Agreement are as follows:

Assignor:

Chrysler Rail Transportation Corporation  
225 High Ridge Road  
Stamford, CT 06905

Assignee:

General Electric Capital Canada Leasing  
Inc.  
645 7th Ave. S.W.  
Suite 2500  
Calgary, Alberta T2P 4G8  
CANADA

Lessee:

Western Cars (U.S.) Inc.  
Successor in interest to  
Western Co-operative Fertilizers  
(U.S.) Inc.  
11111 Barlow Trail S.E.  
Calgary, Alberta T2P 2N1  
CANADA

A description of the equipment covered by the document is as follows:

100 4750 cubic foot 100-ton triple covered hopper cars  
manufactured in 1980 by Trinity Industries bearing reporting  
marks and numbers:

WCFX 4500-4599 (inclusive)

Being all of the equipment described in the primary document.

A fee of \$32.00 is enclosed. Please return the original and extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number to:

Mr. Sidney L. Strickland, Jr.

December 10, 1992

Richard Demarest Yant  
Seyfarth, Shaw, Fairweather & Geraldson  
Suite 4200  
55 East Monroe Street  
Chicago, Illinois 60603

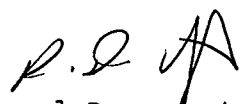
A short summary of the document to appear in the index follows:

- A. Assignment of Lease from Chrysler Rail Transportation Corporation, to General Electric Capital Canada Leasing Inc. and connected to Recordation No. 11667.
- B. Termination of Lease filed under Recordation No. 11667.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By

  
Richard Demarest Yant

RDY/lb  
Enc.

Memorandum of Termination of Lease

The undersigned, being the successor parties to the Equipment Lease dated as of March 1, 1980, as amended (the "Lease") acknowledge and agree that the Lease was terminated and the parties have not exercised any option to extend the Lease term or convey the equipment described therein to the lessee thereunder.

Dated: September 28, 1992

WESTERN CARS (U.S.) INC.

By: [Signature]  
Name: K. Komitsch  
Title: President

GENERAL ELECTRIC CAPITAL  
CANADA LEASING INC.

By: [Signature]  
Name: Ronald L. Bechinsky  
Title: President

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INTERNATIONAL COMMERCE COMMISSION

GG. ✓  
Q.F. ✓  
PROVINCE ✓  
STATE OF ALBERTA )  
JUDICIAL DISTRICT ✓ ) SS  
COUNTY OF CALGARY )

The foregoing instrument was acknowledged before me this 25 day of SEPTEMBER, 1992 by KONRAD H. KOMITSCH, the PRESIDENT of the WESTERN CARS (U.S.) INC. on behalf of said corporation.

[Signature] GORDON S. GRIFFITHS  
Notary Public in and  
FOR THE PROVINCE OF  
ALBERTA

Seal

My Commission Expires:

AT THE PLEASURE OF THE LIEUTENANT GOVERNOR  
OF ALBERTA.

STATE OF Illinois )  
COUNTY OF Cook ) SS

The foregoing instrument was acknowledged before me this 28th day of September, 1992 by Ronald L. Bechinsky, the President of the GENERAL ELECTRIC CAPITAL CANADA LEASING INC. on behalf of said corporation.

[Signature]  
Notary Public

" OFFICIAL SEAL "  
RICHARD D. YANT  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 12/18/95

n/15/95